

HELM

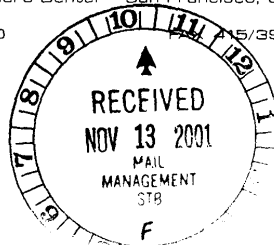
FINANCIAL CORPORATION

November 12, 2001

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

415/398-4816



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease Agreement dated as of November 6, 2001 by Helm Financial Corporation ("Lease Termination").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Lease Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Equipment: 159 refrigerated boxcars
UPFE 461176-461391 (NI)

Please record this Lease Termination as a supplemental agreement to STB Recordation No. 16456-A filed on August 1, 1989. The filing fee of \$28,00 is included in our enclosed Check No. 47287 in the amount of \$112.00.

Summary: Termination of Lease of Railroad Equipment dated as of January 23, 1989 and the Amendment thereto dated as of August 7, 1990 by Helm Financial Corporation for 159 refrigerated boxcars, UPFE 461176-461391, to be filed as a supplemental agreement. Please file this Lease Termination as a supplemental agreement to STB Recordation No. 16456-A.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

RECORDATION NO. 16456-F FILED

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SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of November 6, 2001 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. Recitals. Lessor entered into the Lease of Railroad Equipment dated as of January 23, 1989 and the Amendment thereto dated as of August 7, 1990 ("Lease") with Union Pacific Railroad Company, a Utah corporation, with respect to the one hundred fifty-nine (159) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Nos. 16456-A filed on August 1, 1989 and 16456-D filed on August 20, 1990.

The Lease was terminated on September 30, 1999. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. Termination. The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: _____

Barbara W. Wilson

Name: Barbara W. Wilson

Title: Senior Vice President & CFO

RECORDED 16456-F

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SURFACE TRANSPORTATION BOARD

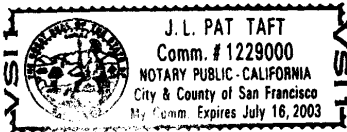
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On November 6th, 2001, before me, J. L. Pat Taft
personally appeared Barbara W. Wilson, Senior Vice President and Chief
Financial Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(~~s~~) whose name(~~s~~) is/~~s~~e subscribed to the within instrument
and acknowledged to me that ~~he~~/she/~~they~~ executed the same in
~~his~~/her/~~their~~ authorized capacity(~~ies~~), and that by ~~his~~/her/~~their~~
signature(~~s~~) on the instrument the person(~~s~~), or the entity upon
behalf of which the person(~~s~~) acted, executed the instrument.

Witness my hand and official seal.



J. L. Pat Taft
SIGNATURE OF THE NOTARY

SCHEDULE A

To The Termination of Lease
Dated November 6, 2001

Description of the Units:

One hundred fifty-nine (159), 50', 70-Ton, mechanically refrigerated RPL
boxcars.

Unit Numbers:

UPFE 461176-461179
461201-461247
461249-461273
461301-461327
461329-461344
461351-461366
461368-461391